

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

FEDERAL HOME LOAN BANK OF  
BOSTON,

Plaintiff,

v.

ALLY FINANCIAL, INC. F/K/A GMAC  
LLC; BANC OF AMERICA FUNDING  
CORPORATION; BANK OF AMERICA  
CORPORATION; BANK OF AMERICA,  
NATIONAL ASSOCIATION; BARCLAYS  
CAPITAL INC.; BCAP LLC; BEAR  
STEARNS ASSET BACKED SECURITIES  
I LLC; CAPITAL ONE FINANCIAL  
CORPORATION; CAPITAL ONE,  
NATIONAL ASSOCIATION; CHEVY  
CHASE FUNDING LLC; CITICORP  
MORTGAGE SECURITIES, INC.;  
CITIGROUP FINANCIAL PRODUCTS,  
INC.; CITIGROUP GLOBAL MARKETS  
INC.; CITIGROUP GLOBAL MARKETS  
REALTY CORP.; CITIGROUP INC.;  
CITIGROUP MORTGAGE LOAN TRUST  
INC.; CITIMORTGAGE, INC.;  
COUNTRYWIDE FINANCIAL  
CORPORATION; COUNTRYWIDE HOME  
LOANS, INC.; COUNTRYWIDE  
SECURITIES CORP.; CREDIT SUISSE  
(USA), INC.; CREDIT SUISSE FIRST  
BOSTON MORTGAGE SECURITIES  
CORP.; CREDIT SUISSE HOLDINGS  
(USA), INC.; CREDIT SUISSE  
SECURITIES (USA) LLC; CWALT, INC.;  
CWMBS, INC.; DB STRUCTURED  
PRODUCTS, INC.; DB U.S. FINANCIAL  
MARKET HOLDING CORPORATION;  
DEUTSCHE ALT-A SECURITIES, INC.;  
DEUTSCHE BANK SECURITIES INC.;  
DLJ MORTGAGE CAPITAL, INC.; EMC  
MORTGAGE CORPORATION; FITCH,  
INC.; GMAC MORTGAGE GROUP LLC  
F/K/A GMAC MORTGAGE GROUP, INC.;  
GOLDMAN, SACHS & CO.; IMH ASSETS

Civil Action No. 11-10952-GAO

**REMOVING DEFENDANTS'  
UNOPPOSED MOTION FOR LEAVE  
TO FILE REPLY BRIEF IN SUPPORT  
OF THEIR MOTION FOR LEAVE TO  
FILE SUPPLEMENTAL NOTICE OF  
REMOVAL**

**ORAL ARGUMENT REQUESTED ON  
MOTION FOR LEAVE TO FILE  
SUPPLEMENTAL NOTICE OF  
REMOVAL**

*[caption continued on next page]*

CORP.; IMPAC FUNDING CORPORATION; IMPAC MORTGAGE HOLDINGS, INC.; IMPAC SECURED ASSETS CORP.; J.P. MORGAN ACCEPTANCE CORPORATION I; J.P. MORGAN MORTGAGE ACQUISITION CORP.; J.P. MORGAN SECURITIES LLC F/K/A BEAR, STEARNS & CO. INC. AND J.P. MORGAN SECURITIES INC.; JPMORGAN CHASE & CO.; JPMORGAN SECURITIES HOLDINGS LLC; MERRILL LYNCH & CO., INC.; MERRILL LYNCH MORTGAGE INVESTORS, INC.; MERRILL LYNCH MORTGAGE LENDING, INC.; MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED; MOODY'S CORPORATION; MOODY'S INVESTORS SERVICE, INC.; MORGAN STANLEY; MORGAN STANLEY & CO. INC.; MORGAN STANLEY CAPITAL I INC.; MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS LLC; MORTGAGE ASSET SECURITIZATION TRANSACTIONS, INC.; MORTGAGEIT SECURITIES CORP.; MORTGAGEIT, INC.; NOMURA ASSET ACCEPTANCE CORPORATION; NOMURA CREDIT & CAPITAL, INC.; NOMURA HOLDING AMERICA, INC.; NOMURA SECURITIES INTERNATIONAL, INC.; RBS ACCEPTANCE INC. F/K/A GREENWICH CAPITAL ACCEPTANCE, INC.; RBS FINANCIAL PRODUCTS INC. F/K/A GREENWICH CAPITAL FINANCIAL PRODUCTS, INC.; RBS HOLDINGS USA INC. F/K/A GREENWICH CAPITAL HOLDINGS, INC.; RBS SECURITIES INC. F/K/A GREENWICH CAPITAL MARKETS, INC.; RESIDENTIAL ACCREDIT LOANS, INC.; RESIDENTIAL FUNDING COMPANY, LLC F/K/A RESIDENTIAL FUNDING CORPORATION; SANDLER O'NEILL + PARTNERS, L.P.; STANDARD & POOR'S FINANCIAL SERVICES LLC;

*[caption continued on next page]*

STRUCTURED ASSET MORTGAGE INVESTMENTS II INC.; THE BEAR STEARNS COMPANIES LLC F/K/A THE BEAR STEARNS COMPANIES INC.; THE MCGRAW-HILL COMPANIES, INC.; UBS AMERICAS INC.; UBS REAL ESTATE SECURITIES INC.; UBS SECURITIES LLC; WAMU CAPITAL CORP.; WELLS FARGO & COMPANY; WELLS FARGO ASSET SECURITIES CORPORATION; WELLS FARGO BANK, NATIONAL ASSOCIATION; and DEFENDANTS JOHN DOE 1-50,

Defendants.

Pursuant to Rule 7.1(b)(3) of the Local Rules of the District Court for the District of Massachusetts, the Removing Defendants,<sup>1</sup> by and through their counsel, Bingham McCutchen LLP, respectfully move this Court for leave to file a reply brief of ten (10) pages in further support of Removing Defendant's Motion for Leave to File Supplemental Notice of Removal (the "Reply").

In support of this motion, the Removing Defendants state the Reply is necessary to respond to new issues and legal theories raised in Plaintiff's 20-page opposition brief, including Plaintiff's arguments regarding the circumstances under which a notice of removal may be amended and the limited scope of Section 632 of the Edge Act, which were not previously addressed by the Removing Defendants. The Removing Defendants believe the Reply will assist the Court in ruling on the pending Motion for Leave to File Supplemental Notice of Removal.

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<sup>1</sup> The Removing Defendants are Bear Stearns Asset Backed Securities I, LLC, EMC Mortgage Corporation, J.P. Morgan Acceptance Corporation I, J.P. Morgan Mortgage Acquisition Corp., J.P. Morgan Securities, LLC (f/k/a Bear, Stearns & Co. Inc. and J.P. Morgan Securities, Inc.), JPMorgan Chase & Co., JPMorgan Securities Holdings, LLC, Structured Asset Mortgage Investments II, Inc., The Bear Stearns Companies, LLC (f/k/a The Bear Stearns Companies Inc.), and WaMu Capital Corp.

Plaintiff FHLB-Boston does not believe a reply is appropriate here, but does not oppose this motion for leave to file a reply brief to the extent the Removing Defendants do not raise in their reply new grounds for affirmative relief.

BINGHAM McCUTCHEN LLP

/s/ Jacqueline Syrnick

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Corporation, J.P. Morgan Acceptance  
Corporation I, J.P. Morgan Mortgage  
Acquisition Corp., J.P. Morgan Securities,  
LLC (f/k/a Bear, Stearns & Co. Inc. and J.P.  
Morgan Securities, Inc.), JPMorgan Chase &  
Co., JPMorgan Securities Holdings, LLC,  
Structured Asset Mortgage Investments II,  
Inc., The Bear Stearns Companies, LLC (f/k/a  
The Bear Stearns Companies Inc.), and WaMu  
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\*Pending admission pro hac vice

Dated: December 8, 2011

**LOCAL RULE 7.1 CERTIFICATION**

I, Jacqueline Syrnick, hereby certify that I have conferred with Amy Williams-Derry, Esq., of Keller Rohrbach, counsel for Plaintiff, concerning the within Motion for Leave to File Reply Brief. I further certify that Ms. Williams-Derry stated Plaintiff's position as set forth above.

/s/ Jacqueline Syrnick

Jacqueline Syrnick

**CERTIFICATE OF SERVICE**

I hereby certify that the above document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and that copies will be sent via electronic mail to those indicated as non registered participants on December 8, 2011.

/s/ Jacqueline Syrnick

Jacqueline Syrnick